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2005-369-C



**Sylvia E. Anderson**  
Law & Government Affairs  
Vice President  
Southern Region

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404-810-5901 - fax  
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November 21, 2005

**VIA OVERNIGHT MAIL**

Mr. Charles Terreni  
Chief Clerk and Administrator  
South Carolina Public Service Commission  
101 Executive Center Drive, Suite 100  
Columbia, South Carolina 29210

RECEIVED  
2005 NOV 22 AM 10:05  
SC PUBLIC SERVICE  
COMMISSION

Re: Closing of SBC/AT&T Merger

Dear Mr. Terreni:

I am pleased to inform you that SBC's acquisition of AT&T closed on Friday, November 18, 2005, at which time AT&T Corp. became a wholly owned, first-tier subsidiary of SBC Communications Inc. We strongly believe that the new, combined company will bring more competition, more innovation, and more benefits for businesses and consumers in South Carolina. A copy of the Certificate of Merger is enclosed for your reference.

The merger of SBC and AT&T will be transparent to AT&T's customers in South Carolina, who will not experience any service interruptions or switching fees. Pursuant to the parties' merger agreement, a wholly-owned subsidiary of SBC, Tau Merger Sub Corporation ("Tau"), was created specifically for the purpose of consummating the merger transaction. Tau was merged with and into AT&T, with AT&T being the surviving entity. Shareholders of AT&T will receive consideration comprised of 0.77942 shares of SBC common stock and a special dividend of \$1.30 per share of AT&T stock. As a result of the merger, AT&T Corp. is now a first-tier subsidiary of SBC. There is no change in the ownership structure of any SBC-affiliated entity subject to the Commission's regulatory authority. Likewise, the transaction has resulted in no change in the ownership of those entities affiliated with AT&T that are subject to the Commission's regulatory authority.

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The merger will not impede the Commission's ability to regulate and effectively audit the intrastate operations of any entities certificated by this Commission that are under the direct or indirect control of SBC or AT&T. All of those entities will continue to hold all of the state certificates that they currently hold and will continue to provide services to South Carolina customers pursuant to existing tariffs. There has been no transfer of assets of those certificated entities in connection with the merger.

As you may be aware, as of the November 18, 2005 closing, SBC Communications Inc. officially changed its name to AT&T Inc. In addition, the new company has decided to adopt the AT&T brand name. The transitioning of the many subsidiary companies that currently use the SBC brand name to the new AT&T brand name is expected to occur over the next few months. Although few, if any, changes are expected to the names of subsidiaries that currently use the AT&T brand name, those changes will likewise take place in the coming months.

Please be assured that the new, combined company will comply with all applicable federal and state legal requirements, including any filing or other requirements of this commission, before implementing any changes to the names of subsidiaries operating within your jurisdiction.

We look forward to working with you as the "new" AT&T. Please do not hesitate to contact me if you have questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'Sylvia E. Anderson'.

Sylvia E. Anderson

cc     Commissioner Randy Mitchell  
         Commissioner Mignon L. Clyburn  
         Commissioner Elizabeth B. Fleming  
         Commissioner G. O'Neal Hamilton  
         Commissioner John E. Howard  
         Commissioner C. Robert Moseley  
         Commissioner David A. Wright

Enclosure

FILING RECEIPT

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ENTITY NAME: AT&T CORP.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

CONSTITUENT NAME: TAU MERGER SUB CORPORATION

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FILED:11/18/2005 DURATION:\*\*\*\*\* CASH#:051118000912 FILM #:051118000851

ADDRESS FOR PROCESS

EFFECT DATE

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11/18/2005

REGISTERED AGENT

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FILER	FEE	370.00	PAYMENTS	370.00
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	FILING	60.00	CASH	0.00
	TAX	0.00	CHECK	0.00
SULLIVAN & CROMWELL LLP	CERT	0.00	CHARGE	0.00
125 BROAD STREET	COPIES	10.00	DRAWDOWN	370.00
	HANDLING	300.00	OPAL	0.00
NEW YORK, NY 10004			REFUND	0.00
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DOS-1025 (11/89)

*State of New York }  
Department of State } ss:*

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**November 18, 2005**



*Special Deputy Secretary of State*

**CERTIFICATE OF MERGER  
OF  
TAU MERGER SUB CORPORATION  
INTO  
AT&T CORP.**

**Under Section 904 of the Business Corporation Law**

The undersigned, James S. Kahan, President of Tau Merger Sub Corporation, a New York corporation, and Robert S. Feit, Vice President—Law and Secretary of AT&T Corp., a New York corporation, do hereby certify:

1. The name of each constituent corporation to the merger is as follows:
  - (a) Tau Merger Sub Corporation; and
  - (b) AT&T Corp., which was formed under the name American Telephone and Telegraph Company.
2. The name of the surviving corporation in the merger is AT&T Corp.
3. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or series of shares entitled to vote</u>
Tau Merger Sub Corporation	Common Stock (\$0.01 par value)/1,000 shares outstanding	Common Stock
AT&T Corp.	Common Stock (\$1.00 par value)/805,259,375 shares outstanding	Common Stock
	Substitute Preferred Stock (\$1.00 par value)/768,391.4 shares outstanding	Substitute Preferred Stock (such class is entitled to vote separately as a class on certain matters)

The number of outstanding shares of Common Stock of AT&T Corp. is subject to change prior to the effective date of the merger by reason of the issuance from time to time of shares pursuant to outstanding stock options, benefit plans and other equity awards.

4. The merger will be effective upon the filing of this certificate of merger with the Department of State of the State of New York.

5. (a) The certificate of incorporation of Tau Merger Sub Corporation was filed by the Department of State of the State of New York on January 28, 2005.

(b) The original certificate of incorporation of AT&T Corp. was filed by the Department of State of the State of New York on March 3, 1885.


6. The merger was authorized with respect to each constituent corporation in the following manner:

(a) The Agreement and Plan of Merger, dated as of January 30, 2005, among AT&T Corp., SBC Communications Inc. and Tau Merger Sub Corporation (the "*Merger Agreement*") was adopted by the Board of Directors of Tau Merger Sub Corporation and by SBC Communications Inc., the sole shareholder of Tau Merger Sub Corporation, on January 30, 2005.

(b) The Merger Agreement was adopted by the Board of Directors of AT&T Corp. on January 30, 2005 and by the shareholders of AT&T Corp. at an annual meeting of the shareholders of AT&T duly called and held on June 30, 2005 by the vote of at least a majority of the outstanding shares of AT&T common stock entitled to vote thereon.

IN WITNESS WHEREOF, we have signed this certificate on the 18th day of November, 2005, and we affirm the statements contained herein as true under penalties of perjury.

Tau Merger Sub Corporation

By   
Name: James S. Kahan  
Title: President

AT&T Corp.

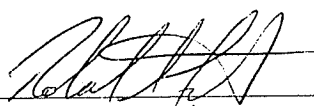
By \_\_\_\_\_  
Name: Robert S. Feit  
Title: Vice President—Law and Secretary

IN WITNESS WHEREOF, we have signed this certificate on the 18th day of November, 2005, and we affirm the statements contained herein as true under penalties of perjury.

Tau Merger Sub Corporation

By \_\_\_\_\_  
*Name:* James S. Kahan  
*Title:* President

AT&T Corp.

By  \_\_\_\_\_  
*Name:* Robert S. Feit  
*Title:* Vice President—Law and Secretary



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CERTIFICATE OF MERGER  
OF  
TAU MERGER SUB CORPORATION  
INTO  
AT&T CORP.

Section 904 of the Business Corporation Law

CSC 45  
DRAW DOWN

Filer: Sullivan & Cromwell LLP  
125 Broad Street  
New York, NY 10004  
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STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED NOV 10 2005  
JWS  
JLW  
NEW YORK

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